

Pass

Se. H. II-27-104,006-4-11-49.

Supd
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Development (1952) Department.

MS SERIES.

G.O. NO. 436

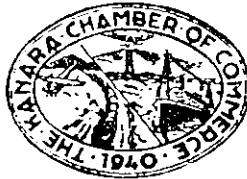
Dated. 6-2-52

[Despatch Abstract.]

Companies - Associations not for profit -
The Kanara Chamber of Commerce - Articles
of Association - Further amendments -
Approved.

THE KANARA CHAMBER OF COMMERCE,

P. O. BOX NO. 116,



MANGALORE-1 (S. INDIA)

TELEGRAMS: "CHAMBER"
TELEPHONE: 128

Date 7th December 1951.

To

The Secretary to the Government of Madras,
Development Department,
Fort St. George, MADRAS.

Dev 134359
10/12/51
w/s

Thro'

The Registrar of Joint Stock Companies,
Madras.

Sir,

Sub: COMPANIES- Associations not for
profit- The Kanara Chamber of
Commerce, Mangalore- Articles of
Association- Approval given by
Government for Amendments.

Ref: G.O.No. 1858 dated 23--4--1951.

The main object of the amendments to the Articles of Association of this Chamber for which approval was given by the Government as per G.O.cited, was to increase the income of the Chamber by enhancing the rates of Entrance Fee and Annual Subscription payable by members. Amendments to Article 9 and 10 of the Articles of Association thus became necessary. Other amendments were incidental and in consequence of the above object.

2. While proposals were put up for sanction for these amendments, it was the intention of the Committee to give effect to the enhanced rates of Entrance Fee and Annual Subscription, as from 1st July 1951. The proposed amendments to Articles 9 and 16 were worded accordingly and the proposals were submitted to the Government in our letter dated 7-3-1951 for approval.

3. The G.O., cited above approving the proposals were received by us only on 2-5-1951. For various reasons, an Extraordinary General Meeting of the Members of the Chamber could not be convened immediately thereafter, to pass a

Not put up.
a special resolution with reference to section 81(2) of the Indian Companies Act, 1913. On account of our inability thus to convene the meeting early, the amendments could not be effected before 1st July 1951 to conform to the wordings of the amendments to Article 9 and 10.

4. The date specified in the amendments to Article 9 and 10 viz. 1st July 1951 having elapsed, it was found impracticable to give retrospective effect to these amendments, if they are passed as such. A slight alteration in the wordings of these amendments thus became necessary and unavoidable.

5. The Extraordinary General Meeting of the Members of the Chamber, to pass a resolution to give effect to the amendments, was convened to be held on 10-9-1951. It was found possible to give effect to the amendments to Articles 9 and 10 with effect from 1-1-1952 only. To suit the circumstances, the following slight alterations had to be made in the amendments before placing the same before the meeting of the members:-

(i) The words " On and after the 1st July 1951 " were deleted in the proposed amendments to Article 9.

(ii) The words " On and after the 1st July 1951 " were deleted in the proposed amendments to Article 10.

6. Following the above, a resolution was placed before the meeting (Item XVI of the Notice-copy enclosed) to give effect to all amendments except that of Article 10, immediately and to Article 10 as from 1-1-1952.

7. It may be noted herein that the alterations made as stated above, do not in any way affect the substance of the proposed amendment or the principle behind it, for which approval was given by the Government. The alterations were

necessitated due to circumstances and could not, therefore, be avoided. The alterations made no difference except that Article 9 is given effect to as from 10th September 1951 (the date of the meeting) instead of 1st July 1951 and Article 10^{is} is given effect as from 1st January 1952 instead of 1st July 1951.

8. According to the procedure prescribed by the Indian Companies Act, the meeting of the Members and passing of the Resolution in accordance with Section 81(2) follows the approval of the Government and does not precede it. A meeting of the members, after approval is obtained from the Government, gives ample scope for the members to modify the amendments, that are placed before them for being passed.

9. Accordingly, in the case of amendments to Article 8 and 10 approved by the Government, which enhance the rates of Entrance Fee and Annual Subscription, the members present at the meeting, in exercise of their rights and privileges, unanimously resolved against increasing the entrance fee and subscription of ordinary members at present and decided that in the case of Affiliated Members, ^{only} the Entrance fee be raised to Rs.10/- and annual subscription to Rs.24. No other alteration or modification was made.

10. Thus in the case of ordinary members, the present rates of Entrance fee (Rs.5) and Annual subscription (Rs.12) continue. But even though this is a change in the strict sense of the workings of the proposed amendments to the extent of indicating the figures only, it has not exceeded the limits imposed by the amendments. The Status quo maintained thus, with regard to Entrance fee and Annual subscription is within the maximum provided by the proposed amendments and the modifications made, are not in any way contrary to the substance of the Articles as proposed to be amended and for which sanction

was accorded by the Government.

N.C.

11. Lastly when the proposals were submitted to the Government for approval, there was an accidental omission. The Registrar of Joint Stock Companies, Madras while pointing out, in his letter No.C.841/51 dated 27-3-51, the necessity of certain other amendments in consequence of our proposals, also missed this point. That is, in consequence of the other amendments made, the amendment of Article No.28 becomes necessary to the extent of deleting the word 'Chamber' in the said Article. In view of the classification of membership as per Article 1 as amended, Article No.28 cannot remain as it is, and has to be amended suitably. Though it was not included in the proposals submitted by us, there was no alternative but to amend it as stated above, in anticipation of the approval of the Government. After all the amendment to Article 28 is only a consequential amendment and an amendment quite necessary to conform to the amendments for which the Government have given approval. We request that this may be approved by the Government. The Assistant Registrar of Joint Stock Companies, Mangalore has been apprised of the necessity of this amendment while filing the document under Section 82(1).

Dr -

Not put up

12. The purpose of our this representation to the Government is, not only to request for the approval of the slight alterations made as explained above but also to inform the Government that the Assistant Registrar of Joint Stock Companies, Mangalore has raised an objection to file the document containing the amendments. A copy of his letter dated 22-11-1951 is enclosed herewith. It is quite difficult (~~difficult~~) to comply with the request of the Assistant Registrar.

12

Considering the facts and the actual circumstances

VI, VII and XVI
p 31-43 below

stated above, we request that you may be pleased to
accord your approval for the amendments of Articles 9(1),
9(2), 10(1), 10(2) and 28, as passed by the members of the
Chamber at the Extraordinary General Meeting held on
10-9-1951.

~~14~~ We also beg to submit that as the question of
amendment of the Articles of Association was ^{taken} ~~taken~~ by
us for the first time, any irregularity noticed may be
overlooked this time, and necessary approval may be given
for the procedure adopted by us as stated above.

Yours faithfully,

Dr. Malji
— 7/12

A | Advance copy to:
✓ The Secretary to the Govt. of Madras, Development Department,
Fort St. George, Madras.
Copy to:-
The Assistant Registrar of Joint Stock Companies, South
Kanara, Mangalore.

Dev. Dept

(pp 1-9 above)

cc 'A' above

This is only an advance copy
of a petition submitted through the R.J.S.C. The
original of the petition with the remarks of
the Registrar thereon may be awaited till 3-1-52.

15.12.51
15.12.51

V. G. -

THE KANARA CHAMBER OF COMMERCE, MANGALORE.

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Members of the Kanara Chamber of Commerce will be held at the Registered Office of the Chamber on Monday the 10th day of September 1951 at 3 P. M., for the purpose of considering and passing the Special Resolution set out below for amending the Articles of Association of the Chamber:—

- I. For clause (b) of Article 1 of the existing Articles of Association, the following clause be substituted:—
“(b) ‘MEMBER’ means a member of the Chamber ‘Ordinary’ or ‘Affiliated’ or the representative thereof for the time being, if any, or ‘Honorary’.”
- II. After clause (b) of Article No. 1 as amended, the following clauses be added.—
“(c) ‘ORDINARY MEMBER’ means a member carrying on business or residing or having a place of business or a branch office within the limits of the district of South Kanara and entered as such in the Register of Member.”
“(d) ‘AFFILIATED MEMBER’ means a Trade Association admitted as an affiliated member and entered as such in the Register of Members.”
“(e) ‘HONORARY MEMBER’ means a member whose rights and obligations are limited to those detailed in Article 11.”
- III. Existing clauses (c) (d) (e) (f) (g) (h) and (i) of Article 1 be remarked as (f) (g) (h) (i) (j) (k) and (l) respectively.
- IV. For the existing clause (j) of Article 1, the following clause be substituted as clause (m).—
“(m) ‘YEAR’ means Calendar Year.”

V. For Article 4, the following Article be substituted:—
“4. There shall be three classes of Members, namely, Ordinary Members, Affiliated Members and Honorary Members.”

VI. For Article 9, the following Article be substituted:—
“9(1) The entrance fee of each Ordinary Member shall be Rs. 10/- payable with the application for admission; Provided that the said entrance fee may be increased from time to time to an amount not exceeding Rs. 25/- if so determined by a resolution of the Chamber in general meeting.”
“(2) The entrance fee of each Affiliated Member shall be Rs. 25/- payable with the application for admission; Provided that the said entrance fee may be increased from time to time to an amount not exceeding Rs. 35/- if so determined by a resolution of the Chamber in general meeting.”

VII. For Article 10, the following Article be substituted:—
“10(1) The Annual subscription of each Ordinary Member shall be Rs. 24/- due to be paid on the first working day in January each year; Provided that the said subscription may be increased from time to time to an amount not exceeding Rs. 36/- per annum, if so determined by a resolution of the Chamber in general meeting.”
“(2) The Annual subscription of each Affiliated Member shall be Rs. 50/- due to be paid on the first working day in January each year; Provided that the said subscription may be increased from time to time to an amount not exceeding Rs. 100/- per annum if so determined by a resolution of the Chamber in general meeting.”
“(3) Members admitted on or after the 1st July in any year shall pay half the amount of annual subscription for the remainder of that year.”

VIII. For Article 15 the following Article be substituted:—

“15. A member must give written notice to the Secretary, one calendar month before the expiration of his subscription year or half-year as the case may be, of his wish to retire, failing which he will be liable for the subscription for the ensuing year. Upon the expiration of the notice, such member shall cease to be a member.”

IX. In Article 18, the words ‘Chamber and Honorary’ be deleted.

X. For the word ‘three’ in Article 33, the word ‘five’ be substituted. (To conform to the compulsory regulation 56 of Table A of the Indian Companies Act, 1913).

The Article as proposed to be amended reads as follows:—

“33. At every general meeting all questions shall be determined immediately by a show of hands; Unless a poll is demanded by atleast five members, a declaration by the Chairman that a resolution special or otherwise has been carried with the requisite majority and an entry to that effect in the book of Proceedings of the Chamber shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.”

XI. For Article 39, the following Article be substituted:—

“39. Every member shall have one vote.”

XII. For Article 42, the following Article be substituted:—

“42. The Committee of the Chamber shall consist of the President, the Vice-President, a Treasurer and a Secretary or two Joint Secretaries and also not exceeding 12 members elected from among the members.”

XIII. In Article 46, the word ‘Chamber’ wherever it occurs be deleted.

XIV. After clause (12) of Article 52, the following clause be added as Clause (13):—

“(13) To provide, undertake surveys of all commodities merchandise and goods of import and export as may be referred to the Chamber and to issue certificate of origin, certificates of quality, condition, weight or measurement in respect of such goods and to lay down rules and regulations governing such surveys and the issue of such certificates and to levy, collect and pay such charges and expenses as are necessary in that connection.”

XV. For Article 66 the following Article be substituted (To conform to Section 131A of the Indian Companies Act, 1913):—

“66. Every such Balance Sheet shall be accompanied by a report of the Committee as to the financial state and condition of the Chamber and shall be signed by all members of the Committee or by the President of the Chamber if so authorised by the Committee in its behalf ”

XVI. That immediate effect be given to all the above amendments except to that of Article 10. Effect be given to Article 10 as amended, from 1st January 1952.

NOTE.—The amendments proposed above have been approved by the Government of Madras with reference to regulation VIII of the Regulations framed under Section 26(2) of the Indian Companies Act, 1913 (G. O. Ms. No. 1858, Development, dated 23—4—1951).

(By Order)

Office of the Chamber,
Bunder, Mangalore,
30th July, 1951. }

(Sd.) K. Keshava Shenai,
P. R. Shenoy,
Hon. Secretaries.

COMPANIES DEPARTMENT

15

From
Sri K.V.Purushothama B.A.,
Addl. Asst. Regr. of J.S. Cos.,
South Kanara, Mangalore.

To
The Kanara Chamber of
Commerce,
Mangalore.

Ref.C.No.554-K-51 dated 22-11-1951.

Dear Sirs,

N.C.

Ref: Your letter No.Nil dated 4-10-1951- Copy of Special
Resolution passed on 10-9-1951.

Item VI on p.12 above Article 9(1): The Article proposed to be amended for which the
permission of the State Government has been obtained is different from the
one passed. Similar remark applies to Article 9(2), 10(1) and (2).
Item VII on p.43 below

Item VIII on p.43 below 2. Amendment to Article 28 is not proposed in the notice and hence
seems to be ultra vires of the provisions of the Act to amend the same. May
therefore be deleted from the return.

3. You are requested to state whether the resolutions regarding
Articles stated in para one above have been consented to by the State Govern-
ment and if so a copy of such orders may pleased be furnished. If the
amendments as passed have not been approved the same may be deleted from the
Special Resolution.

N.C.

4. The document is enclosed for necessary action and early
retransmission.

Yours faithfully,

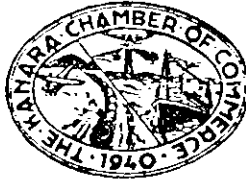
Sd.

Addl. Asst. Registrar.

TRUE COPY/

THE KANARA CHAMBER OF COMMERCE, 17

P. O. BOX NO. 116,



MANGALORE-1 (S. INDIA)

TELEGRAMS: "CHAMBER"

TELEPHONE: 128

Date 7th December 1951.

To

The Assistant Registrar of Joint Stock Companies,
South Kanara,
Mangalore.

Sir,

Sub: Copy of Special Resolution passed on
10-9-51- Amendments to Articles of
Association.

Ref: Your letter C.No.554-K-51 dated
22-11-1951.

p. 15a above
pp. 43 below
pp. 21 ef (R)
pp. 25 ef (R)
pp. 39-43 below
pp. 1-9 above
We refer to your above letter. Though there is slight difference in the wordings of the amendments that were passed at the Extraordinary General Meeting held on 10-9-1951, such a difference is of a trivial nature and does not in any way alter the substance of the proposed amendments or exceed the limits imposed by them. The alterations made in Articles 9 and 10 and the amendment of Article 28 are in no way contrary to the substance or principles underlying the amendments for which approval was accorded by the Government. These alterations were occasioned by force of circumstances.

2 The amendments as such were passed hoping that there would be no serious objection from the Government and that irregularity, if any, would be over-looked, especially when this is the first time when the question of amendments of Articles of Association was taken up by the Chamber.

3 However we have addressed the State Government and a copy of our representation is enclosed herewith for your information.

4 We hope the Government will respond to our request considering the circumstances under which certain alterations became absolutely necessary as explained in our representation.

5 The document returned by you is sent herewith.

Yours faithfully,

Copy to:

- (1) The Secretary to the Govt. of Madras,
Development Department, Madras.
- (2) The Registrar of Joint Stock Cos.,
Madras.

[Handwritten signature]

Done
Bk
3.1.52

Development- Dept-19

Memor. no. 134359- K/51-1 dated 3-9-52.

Sub:- Companies - Associations not for profit - The Kanara Chamber of Commerce - Articles of Association - Amendments

Ref:- From the Honorary Secretary, The Kanara Chamber of Commerce, Mangalore, petition dated 07-12-51.

The attention of the R.J.S.C. is invited to the petition cited and he is requested to forward it with his remarks ~~thereon~~ at an early date.

Vide L.O. order
11/9/52
11/9/52

Compd
25/11
4/11

To The R.J.S.C.

R.D. 25-1-52

B.R. issued 25/52 }
N.R. 9-2-52 }

Bk
3.1.52
3.1.52

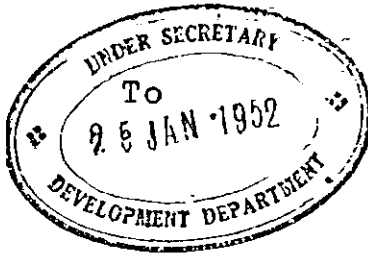
✓
27/1

21.

Companies Department.

From

Sri H. Krishnamurti,
Registrar of Joint Stock Companies,
MADRAS.



8330
25-1-52

The Under Secretary to Government,
Development Department,
Fort St. George,
MADRAS.

C.No.140/52,dated 23-1-1952.

Sir,

Sub: Companies - Associations not
for Profit - The Kanara
Chamber of Commerce - Amend-
ments to Articles of Associa-
tion - Approval - Section 26
of the Indian Companies Act,
1913.

p.19 c love

Ref: Memorandum No.134359-K/51-1,
Development, dated 3.1.1952.

A | The Kanara Chamber of Commerce is
an Association not for Profit registered under
section 26 of the Indian Companies Act, 1913
having its registered office in South Kanara
District. Certain amendments proposed for its

pp 75-81 c
-K)

p.t.o.

22/

: 2 :

Articles of Association were approved in G.O. P. 83 of (R) Ms.No.1858, Development, dated 23-4-1951. The Chamber while passing a special resolution on 10.9.1951 for adopting these amendments has carried out certain further amendments to Articles 9, 10 and 28 of its Articles of Association. The articles as adopted are contained in the copy of the special resolution passed on 10.9.1951 which is enclosed herewith. The Chamber has applied for the approval of these amendments. The amendments relate to the entrance fee and subscription payable by its members and deletion of reference to Chamber members and are not objectionable. The Chamber has explained in its application dated 7.12.1951 (submitted herewith) the circumstances under which the further amendments have been carried out. The amendments made to Articles 9, 10 and 28 by the Special Resolution passed on 10.9.1951 may, therefore, be approved under Regulation VIII of the Regulations framed under section 26 of the Act.

B

encl.5: .

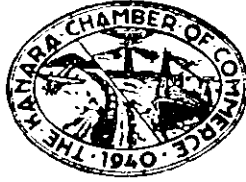
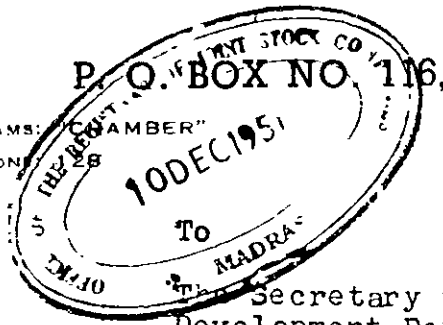
for Registrar.

msd.
23.1.

[Signature]
24/1/52
6
24-1-52

(Same)
THE KANARA CHAMBER OF COMMERCE, C-4194
51

TELEGRAMS: "KANARA CHAMBER"
TELEPHONE: 28



MANGALORE-1 (S. INDIA)

Date 7th December 1951.

To
Secretary to the Government of Madras,
Development Department,
Fort St. George, MADRAS.

Thro'

The Registrar of Joint Stock Companies,
Madras.

Sir,

Sub: COMPANIES- Associations not for
profit- The Kanara Chamber of
Commerce, Mangalore- Articles of
Association- Approval given by
Government for Amendments.

Ref: G.O.Ms.No. 1858 dated 23--4--1951. (5)

The main object of the amendments to the Articles of Association of this Chamber for which approval was given by the Government as per G.O.cited, was to increase the income of the Chamber by enhancing the rates of Entrance Fee and Annual Subscription payable by members. Amendments to Article 9 and 10 of the Articles of Association thus became necessary. Other amendments were incidental and in consequence of the above object.

2. While proposals were put up for sanction for these amendments, it was the intention of the Committee to give effect to the enhanced rates of Entrance Fee and Annual Subscription, as from 1st July 1951. The proposed amendments to Articles 9 and 10 were worded accordingly and the proposals were submitted to the Government in our letter dated 7-3-1951 for approval.

3. The G.O., cited above approving the proposals were received by us only on 2-5-1951. For various reasons, an Extraordinary General Meeting of the Members of the Chamber could not be convened immediately thereafter, to pass a

a special resolution with reference to section 81(2) of the Indian Companies Act, 1913. On account of our inability thus to convene the meeting early, the amendments could not be effected before 1st July 1951 to conform to the wordings of the amendments to Article 9 and 10.

4. The date specified in the amendments to Article 9 and 10 viz. 1st July 1951 having elapsed, it was found impracticable to give retrospective effect to these amendments, if they are passed as such. A slight alteration in the wordings of these amendments thus became necessary and unavoidable.

5. The Extraordinary General Meeting of the Members of the Chamber, to pass a resolution to give effect to the amendments, was convened to be held on 10-9-1951. It was found possible to give effect to the amendments to Articles ~~6~~ and 10 with effect from 1-1-1952 only. To suit the circumstances, the following slight alterations had to be made in the amendments before placing the same before the meeting of the members:-

(i) The words " On and after the 1st July 1951 " were deleted in the proposed amendments to Article 9.

(ii) The words " On and after the 1st July 1951 " were deleted in the proposed amendments to Article 10.

6. Following the above, a resolution was placed before the meeting (Item XVI of the Notice-copy enclosed) to give effect to all amendments except that of Article 10, ~~(and)~~ immediately and to Article 10 ~~(with)~~ as from 1-1-1952.

7. It may be noted herein that the alterations made as stated above, do not in any way affect the substance of the proposed amendment or the principle behind it for which approval was given by the Government. The alterations were

necessitated due to circumstances and could not, therefore, be avoided. The alterations make no difference except that Article 9 is given effect to as from 10th September 1951 (the date of the meeting) instead of 1st July 1951 and Article 10 is given effect as from 1st January 1952 instead of 1st July 1951.

8. According to the procedure prescribed by the Indian Companies Act, the meeting of the Members and passing of the Resolution in accordance with Section 81(2) follows the approval of the Government and does not precede it. A meeting of the members, after approval is obtained from the Government, gives ample scope for the members to modify the amendments, that are placed before them for being passed.

9. Accordingly, in the case of amendments to Article 9 and 10 approved by the Government, which enhance the rates of Entrance Fee and Annual Subscription, the members present at the meeting, in exercise of their rights and privileges, unanimously resolved against increasing the entrance fee and subscription of ordinary members at present and decided that in the case of Affiliated Members, ^{only} the Entrance fee be raised to Rs.10/- and annual subscription to Rs.24. No other alteration or modification was made.

10. Thus in the case of ordinary members, the present rates of Entrance fee (Rs.5) and Annual subscription (Rs.12) continue. But even though this is a change in the strict sense of the workings of the proposed amendments to the extent of indicating the figures only, it has not exceeded the limits imposed by the amendments. The Status quo maintained thus, with regard to Entrance fee and Annual subscription is within the maximum provided by the proposed amendments and the modifications made, are not in any way contrary to the substance of the Articles as proposed to be amended and for which sanction

was accorded by the Government.

11. Lastly when the proposals were submitted to the Government for approval, there was an accidental omission. The Registrar of Joint Stock Companies, Madras while pointing out, in his letter No.C.841/51 dated 27-3-51, the necessity of certain other amendments in consequence of our proposals, also missed this point. That is, in consequence of the other amendments made, the amendment of Article No.28 becomes necessary to the extent of deleting the word 'Chamber' in the said Article. In view of the classification of membership as per Article 1 as amended, Article No.28 cannot remain as it is, and has to be amended suitably. Though it was not included in the proposals submitted by us, there was no alternative but to amend it as stated above, in anticipation of the approval of the Government. After all the amendment to Article 28 is only a consequential amendment and an amendment quite necessary to conform to the amendments for which the Government have given approval. We request that this may be approved by the Government. The Assistant Registrar of Joint Stock Companies, Mangalore has been apprised of the necessity of this amendment while filing the document under Section 82(I).

12. The purpose of our this representation to the Government is, not only to request for the approval of the slight alterations made as explained above, but also to inform the Government that the Assistant Registrar of Joint Stock Companies, Mangalore has raised an objection to file the document containing the amendments. A copy of his letter dated 22-11-1951 is enclosed herewith. It is quite difficult (~~difficult~~) to comply with the request of the Assistant Registrar.

Considering the facts and the actual circumstances

stated above, we request that you may be pleased to accord your approval for the amendments of Articles 9(1), 9(2), 10(1), 10(2) and 28, as passed by the members of the Chamber at the Extraordinary General Meeting held on 10-9-1951.

We also beg to submit that as the question of amendment of the Articles of Association was ^{taken} ~~discussed~~ by us for the first time, any irregularity noticed may be overlooked this time, and necessary approval may be given for the procedure adopted by us as stated above.

Yours faithfully,
For THE KANARA CHAMBER OF COMMERCE

[Signature]
Hon. Secy. 7/12

Advance copy to:

The Secretary to the Govt. of Madras, Development Department,
Fort St. George, Madras.

Copy to:-

The Assistant Registrar of Joint Stock Companies, South
Kanara, Mangalore.

(Same as p. 15 above)

COMPANIES DEPARTMENT

33

From

Sri K.V.Purushothama B.A.,
Addl.Asst.Regr.of J.S.Cos.,
South Kanara, Mangalore.

To

The Kanara Chamber of
Commerce,
Mangalore.

Ref.C.No.554-K-51 dated 22-11-1951.

Dear Sirs,

Ref: Your letter No.Nil dated 4-10-1951- Copy of Special
Resolution passed on 10-9-1951.

Article 9(1): The Article proposed to be amended for which the
permission of the State Government has been obtained is different from the
one passed. Similar remark applies to Article 9(2), 10(1) and (2).

2. Amendment to Article 28 is not proposed in the notice and hence
seems to be ultra vires of the provisions of the Act to amend the same. May
therefore be deleted from the return.

3. You are requested to state whether the resolutions regarding
Articles stated in para one above have been consented to by the State Govern-
ment and if so a copy of such orders may pleased be furnished. If the
amendments as passed have not been approved the same may be deleted from the
Special Resolution.

4. The document is enclosed for necessary action and early
retransmission.

Yours faithfully,

Sd.

Addl. Asst. Registrar.

TRUE COPY/

THE KANARA CHAMBER OF COMMERCE, MANGALORE.

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Members of the Kanara Chamber of Commerce will be held at the Registered Office of the Chamber on Monday the 10th day of September 1951 at 3 P. M., for the purpose of considering and passing the Special Resolution set out below for amending the Articles of Association of the Chamber:—

- I. For clause (b) of Article 1 of the existing Articles of Association, the following clause be substituted:—

“(b) ‘MEMBER’ means a member of the Chamber ‘Ordinary’ or ‘Affiliated’ or the representative thereof for the time being, if any, or ‘Honorary’”
- II. After clause (b) of Article No. 1 as amended, the following clauses be added.—

“(c) ‘ORDINARY MEMBER’ means a member carrying on business or residing or having a place of business or a branch office within the limits of the district of South Kanara and entered as such in the Register of Member.”

“(d) ‘AFFILIATED MEMBER’ means a Trade Association admitted as an affiliated member and entered as such in the Register of Members.”

“(e) ‘HONORARY MEMBER’ means a member whose rights and obligations are limited to those detailed in Article 11.”
- III. Existing clauses (c) (d) (e) (f) (g) (h) and (i) of Article 1 be remarked as (f) (g) (h) (i) (j) (k) and (l) respectively.
- IV. For the existing clause (j) of Article 1, the following clause be substituted as clause (m).—

“(m) ‘YEAR’ means Calendar Year.”

36/ (S. 12 above)

- 2 -

- V. For Article 4, the following Article be substituted:—
“4. There shall be three classes of Members, namely, Ordinary Members, Affiliated Members and Honorary Members.”
- VI. For Article 9, the following Article be substituted:—
“9(1) The entrance fee of each Ordinary Member shall be Rs. 10/- payable with the application for admission; Provided that the said entrance fee may be increased from time to time to an amount not exceeding Rs. 25/- if so determined by a resolution of the Chamber in general meeting.”
“(2) The entrance fee of each Affiliated Member shall be Rs. 25/- payable with the application for admission; Provided that the said entrance fee may be increased from time to time to an amount not exceeding Rs. 35/- if so determined by a resolution of the Chamber in general meeting.”
- VII. For Article 10, the following Article be substituted:—
“10(1) The Annual subscription of each Ordinary Member shall be Rs. 24/- due to be paid on the first working day in January each year; Provided that the said subscription may be increased from time to time to an amount not exceeding Rs. 36/- per annum, if so determined by a resolution of the Chamber in general meeting.”
“(2) The Annual subscription of each Affiliated Member shall be Rs. 50/- due to be paid on the first working day in January each year; Provided that the said subscription may be increased from time to time to an amount not exceeding Rs. 100/- per annum if so determined by a resolution of the Chamber in general meeting.”
“(3) Members admitted on or after the 1st July in any year shall pay half the amount of annual subscription for the remainder of that year.”

VIII. For Article 15 the following Article be substituted:—

"15. A member must give written notice to the Secretary, one calendar month before the expiration of his subscription year or half-year as the case may be, of his wish to retire, failing which he will be liable for the subscription for the ensuing year. Upon the expiration of the notice, such member shall cease to be a member."

IX. In Article 18, the words 'Chamber and Honorary' be deleted.

X. For the word 'three' in Article 33, the word 'five' be substituted. (To conform to the compulsory regulation 56 of Table A of the Indian Companies Act, 1913).

The Article as proposed to be amended reads as follows:—

"33. At every general meeting all questions shall be determined immediately by a show of hands; Unless a poll is demanded by atleast five members, a declaration by the Chairman that a resolution special or otherwise has been carried with the requisite majority and an entry to that effect in the book of Proceedings of the Chamber shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution."

XI. For Article 39, the following Article be substituted:—

"39. Every member shall have one vote."

XII. For Article 42, the following Article be substituted:—

"42. The Committee of the Chamber shall consist of the President, the Vice-President, a Treasurer and a Secretary or two Joint Secretaries and also not exceeding 12 members elected from among the members."

XIII. In Article 46, the word 'Chamber' wherever it occurs be deleted.

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/ 32/11/51 p. 14 (over)
- 4 -
XIV. After clause (12) of Article 52, the following clause be added as Clause (13):—

“(13) To provide, undertake surveys of all commodities merchandise and goods of import and-export as may be referred to the Chamber and to issue certificate of origin, certificates of quality, condition, weight or measurement in respect of such goods and to lay down rules and regulations governing such surveys and the issue of such certificates and to levy, collect and pay such charges and expenses as are necessary in that connection.”

XV. For Article 66 the following Article be substituted (To conform to Section 131A of the Indian Companies Act, 1913):—

“66. Every such Balance Sheet shall be accompanied by a report of the Committee as to the financial state and condition of the Chamber and shall be signed by all members of the Committee or by the President of the Chamber if so authorised by the Committee in its behalf ”-

XVI. That immediate effect be given to all the above amendments except to that of Article 10. Effect be given to Article 10 as amended, from 1st January 1952.

NOTE.—The amendments proposed above have been approved by the Government of Madras with reference to regulation VIII of the Regulations framed under Section 26(2) of the Indian Companies Act, 1913 (G. O. Ms. No. 1858, Development, dated 23—4—1951).

(By Order)

Office of the Chamber,
Bunder, Mangalore,
30th July, 1951. }

(Sd.) K. Keshava Shenai,
P. R. Shenoy,
Hon. Secretaries.

SPECIAL RESOLUTION OF THE KANARA CHAMBER OF COMMERCE

**The Indian Companies Act, 1913
(See Section 82(1))**

Filing Fee: Rs. 3.

Date of despatch of Notice specifying the)
intention to propose the resolution as a) 7th August, 1951.
Special Resolution:)

PASSED on 10th September, 1951.

Name of Company: THE KANARA CHAMBER OF COMMERCE, MANGALORE.

Presented for filing by: Sri Dhirajlal Vithalji, Honorary Secretary.

To

**The Assistant Registrar of Joint Stock Companies, South Kanara,
Mangalore.**

At a General Meeting of the members of the Kanara Chamber of Commerce, Mangalore, duly convened and held at the Registered Office of the Chamber in the town of Mangalore on the 10th day of September, 1951, the following Special Resolution was duly passed:-

I. Resolved that for clause (b) of Article 1 of the existing Articles of Association, the following clause be substituted:-

"(b) 'MEMBER' means a member of the Chamber 'Ordinary' or 'Affiliated' or the representative thereof for the time being, if any, or 'Honorary'."

II. Resolved that after clause (b) of Article No.1 as amended, the following clauses be added:-

"(c) 'ORDINARY MEMBER' means a member carrying on business or residing or having a place of business or a branch office within the limits of the district of South Kanara and entered as such in the Register of Members."

"(d) 'AFFILIATED MEMBER' means a Trade Association admitted as an affiliated member and entered as such in the Register of Members."

"(e) 'HONORARY MEMBER' means a member whose rights and obligations are limited to those detailed in Article 11."

III. Resolved that the existing clauses(c)(d)(e)(f)(g)(h) and(i) of Article 1 be remarked as (f)(g)(h)(i)(j)(k)and(l) respectively.

IV. Resolved that for the existing clause(j) of Article 1, the following clause be substituted as clause (m).-

"(m)' YEAR' means Calendar Year.

V. Resolved that for Article 4, the following Article be substituted.-

"4. There shall be three classes of Members, namely, Ordinary members, Affiliated Members and Honorary Members."

VI. Resolved that for Article 9, the following Article be substituted.-

"9(1) The entrance fee of each Ordinary Member shall be Rs. 5/- payable with the application for admission; Provided that the said entrance fee may be increased from time to time to an amount not exceeding Rs. 25/- if so determined by a resolution of the Chamber in general meeting."

"(2) The entrance fee of each Affiliated Member shall be Rs. 10/- payable with the application for admission; Provided that the said entrance fee may be increased from time to time to an amount not exceeding Rs. 35/- if so determined by a resolution of the Chamber in general meeting."

VII. Resolved that for Article 10, the following Article be substituted.

"10(1) The Annual-Subscription of each Ordinary Member shall be Rs. 12/- due to be paid on the first working day of January each year; Provided that the said subscription may be increased from time to time to an amount not exceeding Rs. 36/- per annum, if so determined by a resolution of the Chamber in general meeting.

"(2) The Annual Subscription of each Affiliated Member shall be Rs. 24/- due to be paid on the first working day in January each year; Provided that the said subscription may be increased from time to time to an amount not exceeding Rs. 100/- per annum if so determined by a resolution of the Chamber in general meeting."

"(3) Members admitted on or after the 1st July in any year shall pay half the amount of annual subscription for the remainder of that year."

VIII. Resolved that for Article 15 the following Article be substituted.-

"15. A member must give written notice to the Secretary, one calendar month before the expiration of his subscription year or half-year as the case may be of his wish to retire, failing which he will be liable for the subscription for the ensuing year. Upon the expiration of the notice, such member shall cease to be a member."

IX. Resolved that in Article 18, the words 'Chamber and Honorary' be deleted.

X. Resolved that for the word 'three' in Article 33, the word 'five' be substituted (To conform to the compulsory regulation 56 of Table A of the Indian Companies Act, 1913).

XI. Resolved that for Article 39, the following Article be substituted:

"39. Every Member shall have one vote."

XII. Resolved that for Article 42, the following Article be substituted:

"42. The Committee of the Chamber shall consist of the President, the Vice-President, a Treasurer and a Secretary or two Joint Secretaries and also not exceeding 12 members elected from among the members."

XIII. Resolved that in Article 46, the word 'Chamber' wherever it occurs be deleted.

XIV. Resolved that after clause (12) of Article 52, the following clause be added as Clause (13):-

"(13) To provide, undertake surveys of all commodities, merchandise and goods of import and export as may be referred to the Chamber and to issue certificate of origin, certificates of quality condition, weight or measurement in respect of such goods and to lay down rules and regulations governing such surveys and the issue of such certificates and to levy, collect and pay such charges and expenses as are necessary in that connection."

XV. Resolved that for Article 66 the following Article be substituted:
(To conform to Section 131-A of the Indian Companies Act, 1913)

"66. Every such Balance Sheet shall be accompanied by a report of the Committee as to the financial state and condition of the Chamber and shall be signed by all members of the Committee or by the President of the Chamber if so authorised by the Committee in its behalf."

XVI. Resolved that in Article No. 28, the word 'Chamber' be deleted

XVII. Resolved that immediate effect be given to all the above amendments except to that of Article 10. Effect be given to Article 10 as amended, from 1st January 1952.

- Passed unanimously.

Signature:



Designation: HONORARY SECRETARY.

Dated this Fourth day of October, 1951.

Certified as True copy.

Signature:



Designation: HONORARY SECRETARY.

(Same as p.17 above)
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THE KANARA CHAMBER OF COMMERCE,

P. O. BOX NO. 116,



MANGALORE-1 (S. INDIA)

TELEGRAMS: "CHAMBER"

TELEPHONE: 128

Date 7th December 1951.

To

The Assistant Registrar of Joint Stock Companies,
South Kanara,
Mangalore.

Sir,

Sub: Copy of Special Resolution passed on
10-9-51- Amendments to Articles of
Association.

Ref: Your letter C.No.554-X-51 dated
22-11-1951.

We refer to your above letter. Though there is slight difference in the wordings of the amendments that were passed at the Extraordinary General Meeting held on 10-9-1951, such a difference is of a trivial nature and does not in any way alter the substance of the proposed amendments or exceed the limits imposed by them. The alterations made in Articles 9 and 10 and the amendment of Article 28 are in no way contrary to the substance or principles underlying the amendments for which approval was accorded by the Government. These alterations were occasioned by force of circumstances.

The amendments as such were passed hoping that there would be no serious objection from the Government and that irregularity, if any, would be over-looked, especially when this is the first time when the question of amendments of Articles of Association was taken up by the Chamber.

However we have addressed the State Government and a copy of our representation is enclosed herewith for your information.

We hope the Government will respond to our request considering the circumstances under which certain alterations became absolutely necessary as explained in our representation.

The document returned by you is sent herewith.

Yours faithfully,

Copy to:

(1) The Secretary to the Govt. of Madras,
Development Department, Madras.

(2) The Registrar of Joint Stock Cos.,
Madras.

Dr. Mahip
11/12

Done
H
5/2/52

47
Development Dept. (K)

Companies — Associations not for profit —
The Kanara Chamber of Commerce — Articles
of Association — further amendments —
Approved.

Read:-

C.O. MS. NO. 1858, Dev. dated 23-4-51
from the Honorary Secretary, The
Kanara Chamber of Commerce,
Mangalore, dated 7-12-51.
From the R.J.S.C., CNO. H40/52 dated
23-1-52.

Order MS NO. 436 Dated. - 6-2-52

In March 1951, the Kanara
Chamber of Commerce, an Association not
for profit registered under section 26 of the
Indian Companies Act, 1913, proposed certain
amendments to its Articles of Association.
The amendments were approved in C.O. MS.
No. 1858, Dev. dated 23-4-51 and the
Chamber of Commerce was also informed
that the amendments should be effected
by passing a special resolution with
reference to section 81(2) of the Indian
Companies Act, 1913. The Chamber, while
passing a special resolution on 10-9-51
adopting these amendments, has carried
out certain further amendments to
articles 9, 10 and 28 of its Articles of
Association and has applied to the Govt.
for approval. With reference to regulation
VIII of the Regulations framed under section
26(2) of the Indian Companies Act, 1913, the
Govt. approve the amendments made
by the Chamber to articles 9, 10 and 28 of its
Articles of Association.

...

1-9 '61

21-22 '61

CNO. 134359- K/51.

A on 21 '61

pp. 73-81 '61 (R)

p. 83 '61 (R)

p. 83 '61

Not put up.

Copy of Spl. resolution on pp.
39-43 '61.

Copy of 15th VIII and VII
pp. 75-77 '61 and also
VI, VII and VIII on pp. 39-43 '61
pp. 13 on pp. 7-9 '61

Not put up

Copy of 15th VIII and VII
pp. 75-77 '61 and also
VI, VII and VIII on pp. 39-43 '61
pp. 13 on pp. 7-9 '61

To The Honorary Secretary,
The Kanara Chamber of Commerce,
P.O. Box No. 116,
Mangalore-1.
TO The R.J.S.C.
Copy
11.2.52

27-1-52
28

29-1-52

5-2-52

D.S.